

ORDER GRANTING MOTION FOR JOINT ADMINISTRATION

On January 22, 2014, the Debtor filed a motion entitled Motion for an Order Directing Joint Administration of Chapter 11 Cases in the above styled and numbered chapter 11 cases seeking joint administration of such cases (the “Motion”). The Court finds that after hearing held on January 23, 2014, the relief requested in the motions should be granted as set forth below.

ACCORDINGLY, IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED that the chapter 11 cases of Xtreme Power Inc. (“XPI”), Xtreme Power Systems, LLC (“XPS”), and Xtreme Power Grove, LLC (“XPG”) (collectively, the “Debtors”) be jointly administered in accordance with the terms of this Order, as follows:

- (1) Nothing contained in this Order shall be construed as directing or otherwise effecting a substantive consolidation of the bankruptcy cases of the Debtors; it is the Court’s intention to jointly administer the bankruptcy cases of the Debtors for procedural purposes only;
- (2) XPI, XPS, and XPG are to be jointly administered under Case No. 14-10096;
- (3) Judge H. Christopher Mott shall preside over these jointly administered cases;
- (4) The joint caption of the XPI, XPS, and XPG cases shall read as shown in attached Exhibit A;
- (5) All original pleadings shall be captioned as set out above and all original docket entries shall be made in the case of XPI, Case No. 14-10096;
- (6) All proofs of claim shall be filed under the case number representing the Debtor’s estate against which the claim is made;
- (7) Each of the Debtors shall (a) file separate monthly operating reports; (b) maintain separate financial accounts and records; (c) not be liable for the claims against

any of the Debtors by virtue of this Order; and (d) file separate Bankruptcy Schedules and Statements of Financial Affairs;

- (8) A docket entry shall be made in each of the Debtors' cases substantially as follows: *An order has been entered in this case directing the joint administration of the chapter 11 cases of Xtreme Power Inc., Xtreme Power Systems, LLC, and Xtreme Power Grove, LLC; the docket in the chapter 11 case of Xtreme Power, Inc., Case No. 14-10096 should be consulted for all matters affecting this case;*
- (9) Debtor shall file a master service list in XPI, Case No. 14-10096 which includes all creditors, persons filing Notices of Appearance, and all parties-in-interest in all the debtor's jointly administered cases for future noticing requirements; and
- (10) This order shall be served by the debtor on interested parties and all parties included on the master service list.

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Order submitted and entry requested by:

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PROPOSED ATTORNEYS FOR DEBTORS-IN-POSSESSION

EXHIBIT A

JOINTLY ADMINISTERED CASES CAPTION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

In re	§	
XTREME POWER INC.,	§	CASE NO. 14-10096
XTREME POWER SYSTEMS, LLC, and	§	CASE NO. 14-10095
XTREME POWER GROVE, LLC	§	CASE NO. 14-10097
Jointly Administered Debtors.	§	CHAPTER 11
	§	(Jointly Administered Under
	§	CASE NO. 14-10096)